

7140-A
RECORDATION NO. _____ Filed & Recorded

JAN 9 1974 - 10 00 AM

INTERSTATE COMMERCE COMMISSION

STATEMENT OF NEW NUMBERS
Dated as of October 20, 1973

under

EQUIPMENT TRUST AGREEMENT
Dated as of August 1, 1973

among

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

AND

ILLINOIS CENTRAL GULF RAILROAD COMPANY

STATEMENT OF NEW NUMBERS dated as of
October 20 , 1973, among MORGAN GUARANTY
TRUST COMPANY OF NEW YORK, a New York cor-
poration, as Trustee (hereinafter called
the Trustee), and ILLINOIS CENTRAL GULF
RAILROAD COMPANY, a Delaware corporation
(hereinafter called the Railroad).

WHEREAS the Trustee, and the Railroad have entered into
an Equipment Trust Agreement dated as of August 1, 1973 (herein-
after called the Trust Agreement), pursuant to which the Rail-
road has agreed to cause to be transferred to the Trustee the
railroad equipment (hereinafter called the Trust Equipment)
described in Schedule A thereto, and the Trustee has agreed to
lease the Trust Equipment to the Railroad until title to such
Trust Equipment is transferred by the Trustee to the Railroad
under the provisions thereof; and

WHEREAS the Trust Agreement was recorded with the
Interstate Commerce Commission in accordance with Section 20c
of the Interstate Commerce Act on August 21, 1973, and was
assigned recordation number 7140 ; and

WHEREAS the Railroad now desires to renumber certain
of the Trust Equipment and to amend the Trust Agreement accordingly;

NOW, THEREFORE, in consideration of the foregoing and of

the mutual promises, covenants and agreements hereinafter set forth, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended by substituting therein, in the place of the identifying numbers listed below under the column "Original Numbers", the identifying numbers listed below under the column "New Numbers", as follows:

<u>TYPE OF EQUIPMENT</u>	<u>ORIGINAL NUMBERS</u>	<u>NEW NUMBERS</u>
General purpose road locomotives	8189	8209
Horsepower 1850	8284	8392

2. The Railroad will promptly cause this Statement of New Numbers to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. Except as amended and supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

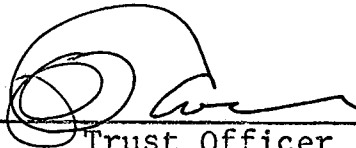
4. This Statement of New Numbers may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart. Although this Statement of

New Numbers is dated for convenience as of October 20, 1973, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgments hereto annexed.

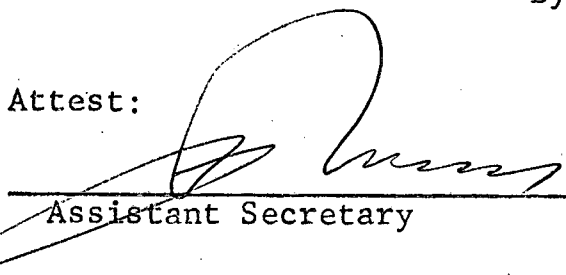
IN WITNESS WHEREOF, the parties hereto have caused this Statement of New Numbers to be duly executed as of the date first above written.

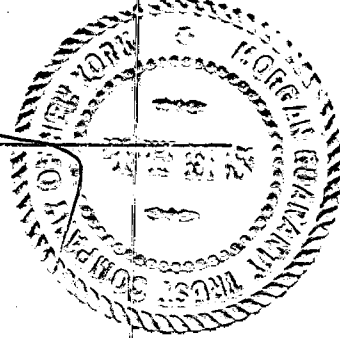
MORGAN GUARANTY TRUST COMPANY OF NEW YORK
Trustee,

By


Trust Officer

Attest:


Assistant Secretary




ILLINOIS CENTRAL GULF RAILROAD COMPANY

By


Treasurer

Attest:


Assistant Secretary



STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 17th day of October, 1973, before me personally appeared John B. Goodrich, to me personally known, who being by me duly sworn, says that he is Treasurer of ILLINOIS CENTRAL GULF RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Virginia N. Shannon
Notary Public

My Commission Expires May 4, 1976

STATE OF NEW YORK)
COUNTY OF NEW YORK) ss

On this 29th day of November, 1973, before me personally appeared P. J. Crooks, to me personally known, who being by me duly sworn, says that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Lorraine Fowler
Notary Public

LORRAINE FOWLER
Notary Public, State of New York
No. 24-6368100
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1974